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Westchester Capital Management, Inc. and
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IN THE UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, On behalf of Itself and all others similarly situated, Plaintiff, -v- LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, DEAN M. LUVISA, AMIN I. KHALIFA and PRICEWATERHOUSECOOPERS, LLP, Defendants.	Case No.: 07-cv-2245-BTM-NLS **CLASS ACTION** **DECLARATION OF KARIN E. FISCH IN FURTHER SUPPORT OF MOTION BY CLASS MEMBERS WESTCHESTER CAPITAL MANAGEMENT, INC. AND GREEN & SMITH INVESTMENT MANAGEMENT L.L.C. FOR APPOINTMENT AS LEAD PLAINTIFF AND IN OPPOSITION TO THE COMPETING MOTION** DATE: March 28, 2008 TIME: 11:00 a.m. JUDGE: Hon. Barry Ted Moskowitz CTRM: 15 (5th Floor)
FRANK CHAREK, Individually and on behalf of all others similarly situated, Plaintiff, -v- LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, MARK H. RACHESKY, AMIN I. KHALIFA, GLENN UMETSU, and DEAN M. LUVISA, Defendants.	Case No.: 07-cv-2256-BTM-NLS

[Caption continued on next page]

DEVAY CAMPBELL, Individually and on behalf of all others similarly situated, Plaintiff, -v- LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, MARK H. RACHESKY, AMIN I. KHALIFA, GLENN UMETSU, and DEAN M. LUVISA, Defendants.	Case No.: 07-cv-2297-BTM-NLS

I, KARIN E. FISCH, pursuant to 28 U.S.C. § 746, declare as follows:

1. I am a partner at the law firm of Abbey Spanier Rodd & Abrams, LLP, counsel for Westchester Capital Management, Inc. and Green & Smith Investment Management L.L.C. (together, the "Westchester Movants"). I submit this declaration, together with the exhibits annexed hereto, in further support of the Westchester Movants' motion to consolidate all related cases, to be appointed as Lead Plaintiff and for approval of Lead Plaintiff's selection of Lead Counsel.

2. Annexed hereto as Exhibit A is a true and correct copy of the printout of the Excel spreadsheet appended to the certification signed by the Chief Compliance Officer of the Westchester Movants.

3. Annexed hereto as Exhibit B are updated charts detailing the losses of five funds advised by the Westchester Movants in connection with their purchases of LEAP common stock during the Class Period.

4. Annexed hereto as Exhibit C is a copy of the decision appointing the Westchester Movants as the Lead Plaintiff in *Kaplan v. Gelfond*, 240 F.R.D. 88 (S.D.N.Y. 2007).

I hereby declare under penalty of perjury under the laws of the United States, that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this 14 th day of March, 2008 at New York, New York.

[signature]

KARIN E. FISCH